

RECORDATION NO. 23008-Q FILED

JUL 24 '07 -9 16 AM

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

July 24, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination of Lease and Evidence of Sale (Schedule 6), dated as of July 2, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement and Bill of Sale previously filed with the Board under Recordation Numbers 23008 and 23008-A, respectively.

The names and addresses of the parties to the enclosed document are:

Lessor:	M&T Credit Services, LLC (successor to Allfirst Bank) 25 South Charles Street Baltimore, MD 21201
Lessee:	Wisconsin Central Ltd. c/o Canadian National Railway 935 de la Gauchetiere St West Montreal, Quebec H3B 2M9 Canada

Mr. Vernon A. Williams  
July 24, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

45 gondolas within the series WC 55000 – WC 63083 as more particularly set forth in the attachment to the document.

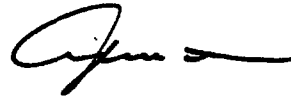
A short summary of the document to appear in the index is:

Memorandum of Termination of Lease and Evidence of Sale (Schedule 6).

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JUL 24 '07

9 16 AM

SURFACE TRANSPORTATION BOARD

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**MEMORANDUM**  
**OF**  
**TERMINATION OF LEASE AND EVIDENCE OF SALE**  
**(Schedule 6)**

dated as of July 2, 2007

between

**M&T CREDIT SERVICES LLC,**  
as Lessor

and

**WISCONSIN CENTRAL LTD.,**  
as Lessee

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## MEMORANDUM OF TERMINATION OF LEASE AND EVIDENCE OF SALE

(Schedule 6)

**THIS MEMORANDUM** is made and entered into as of July 2, 2007 by and between **M&T CREDIT SERVICES, LLC** (the "Lessor"), and **WISCONSIN CENTRAL LTD.** (the "Lessee").

### WITNESSETH:

1. **Allfirst Bank** (the "Original Lessor") and Lessee entered into a Master Lease Agreement dated as of June 30, 2000, and Equipment Lease Schedule No. 6 dated as of June 30, 2000 thereto, (collectively, the "Lease") originally covering forty-five (45) 52' 100-ton mill gondolas built in 1971 as more particularly described in Attachment 1 hereto (the "Cars") and in the Memorandum (as defined below);
2. To evidence the Lease (and the lease of certain other units of railroad rolling stock under schedules 1, 2, 3, 4, 5, 7, 8, 9 and 10 to such Master Lease Agreement), a Memorandum of Lease Agreement dated as of June 30, 2000 (the "Memorandum") was (i) filed at the Surface Transportation Board (the "STB") on July 18, 2000 at 2:54 P.M. with primary recordation number 23008 and (ii) deposited at the Registrar General of Canada (the "RGC") on July 19, 2000 at 2:19 P.M.;
3. On June 30, 2000, **General Electric Capital Corporation** executed a bill of sale for the Cars (and certain of such other units of railroad rolling stock described hereinabove) in favor of Lessor (the "Bill of Sale");
4. The Bill of Sale was (i) filed at the STB on July 18, 2000 at 2:54 P.M. with secondary recordation number 23008-A and (ii) deposited at the RGC on July 19, 2000 at 2:17 P.M.;
5. Original Lessor assigned all its right, title and interest in the Lease and the Cars to Lessor (formerly known as **M&T Credit Corporation**);
6. As of the date hereof, Lessor and Lessee desire to terminate the Lease of the Cars and evidence the transfer in title to the Cars to Lessee.

**NOW THEREFORE**, for good and valuable consideration, Lessor and Lessor hereby agree and acknowledge for the public record that (i) the Lease is terminated and (ii) Lessee is now the owner of the Cars.

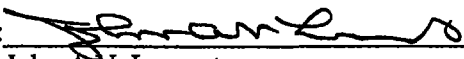
[Execution on next page.]

**IN WITNESS WHEREOF**, the parties hereto have executed or caused this Memorandum to be executed as of the date first above written.

**M&T CREDIT SERVICES, LLC,**  
Lessor

By:   
DARLA HOLBROOK  
OFFICER

**WISCONSIN CENTRAL LTD.,**  
Lessee

By:   
John A.N. Lamont  
Senior Manager Asset Finance

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 2<sup>nd</sup> day of July, 2007 before me personally appeared, DARLA HOLBROOK, to me personally known, who being by me duly sworn, says that he is a OFFICER of M&T CREDIT SERVICES, LLC, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Diane Klasmeyer  
Notary Public

[Notarial Seal]

Diane Klasmeyer  
Notary Public, A.A. Co., MD  
My Commission Expires 7-14-08

My commission expires:

PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT:

On this 12<sup>th</sup> day of July, 2007 before me personally appeared John A.N. Lamont to me personally known, who being by me duly sworn, says that he is the Senior Manager Asset Finance of WISCONSIN CENTRAL LTD., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]  
Attorney

Bar Number: 188726-2

ATTACHMENT 1

DESCRIPTION OF EQUIPMENT

Forty-five (45) 52ft., 100-ton mill gondolas, originally built in 1971, bearing the following road marks and numbers: WC55000, WC55001, WC55003, WC55004, WC55005, WC55006, WC55007, WC55008, WC55009, WC55010, WC55011, WC55012, WC55013, WC55014, WC55015, WC55016, WC55017, WC55019, WC55024, WC55026, WC55027, WC55028, WC55029, WC55030, WC55031, WC55032, WC55033, WC55034, WC55036, WC55037, WC55038, WC55039, WC55040, WC55041, WC55042, WC55067, WC55069, WC55070, WC55072, WC55240, WC55243, WC55248, WC55266, WC55604, and WC63083.